

NEW JERSEY ADDENDUM TO REGISTRATION STATEMENT

PART A: TO BE COMPLETED BY ISSUER

1. Has the issuer, any partner, officer, or director of the issuer, any person (as that term is defined in N.J.S.A. 49:3-49(i)) occupying a similar status or performing similar functions, or any person directly or indirectly controlling or controlled by the issuer:

(a) been convicted of:

- (i) any crime of embezzlement under state, federal, or foreign law?

Yes ___ No ___

- (ii) any crime involving any theft, forgery, or fraudulent practices in regard to any state, federal, or foreign securities law, investment advisory law, banking law, insurance law, commodities trading law, or antifraud law?

Yes ___ No ___

- (b) been permanently or temporarily enjoined by any court of competent jurisdiction from engaging in or continuing any conduct or practice involving any aspect of the securities, commodities, banking, insurance, or investment advisory business?

Yes ___ No ___

- (c) been the subject of an effective order of the bureau chief denying, suspending, or revoking securities registration or registration as a broker-dealer, agent, investment adviser, or investment adviser representative?

Yes ___ No ___

- (d) been the subject of any order entered by any federal or state securities, commodities, banking, insurance, or investment advisory administrator or self-regulatory organization denying or revoking any securities, commodities, banking, insurance, or investment advisory license or registration, under federal or state securities, commodities, banking, insurance, or investment advisory law, including, but not limited to, registration as a broker-dealer, agent, investment adviser, or investment adviser representative, or the substantial equivalent of those terms as defined in this act, or been the subject of an order of the Securities and Exchange Commission, a self-regulatory organization, the Commodity Futures Trading Commission, an insurance commissioner, or a federal or state banking regulator, suspending or expelling him from a national securities or commodities exchange or national securities or commodities association registered under the "Securities Exchange Act of 1934" (15 U.S.C. 78a et seq.) or the "Commodity Exchange Act" (7 U.S.C. 1a et seq.) or from engaging in the banking or insurance business, or been the subject of a United States Postal Service fraud order?

Yes ___ No ___

- (e) ever been found by any court in a civil or criminal action by any state or federal agency to have engaged in any act involving fraud, or dishonest or unethical practices in the securities, commodities, banking, insurance, or investment advisory business?

Yes ___ No ___

2. (a) Is the person filing the registration statement or the issuer, any partner, officer, or director of the issuer, any person (as that term is defined in N.J.S.A. 49:3-49(i)) occupying a similar status or performing similar functions, or any person directly or indirectly controlling or controlled by the issuer, or other person involved directly or indirectly in the offering, insolvent, either in the sense that liabilities exceed assets or in the sense that obligations cannot be met as they mature?

Yes ___ No ___

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- (b) Has such entity or person filed a petition under federal bankruptcy laws or any state insolvency law or had a receiver, fiscal agent or similar officer appointed by a court for the business or property of such person, or any partnership in which such person was a general partner at or within two years before the time of such filing, or any corporation or business association of which such person was an executive officer or director at or within two years before the time of such filing?

Yes ____ No ____

3. If the answer to any of the questions above is "Yes," the following information is required:

- (a) Give the citation for each statute under which the relevant action or proceeding was initiated. Give the full title of the action or proceeding, the docket number, the relevant court or agency, and the date such action or proceeding was initiated.
- (b) Describe the activities which gave rise to such action or proceeding.
- (c) State the name, address, and connection with the issuer, or other person described in questions 1 and 2, for each person who was the subject of such action or proceeding.
- (d) Describe the final disposition of such action or proceeding and the present status. (The term final disposition as used herein refers to any conviction, injunction, order, decree, court decision, petition, plea, or other final adjudication of the action or proceeding.)
- (e) State whether or not the final disposition has been modified, reversed, suspended, vacated, or nullified. If a description of the action or proceeding and the final disposition is not included in the registration statement, the reason for the omission should be set forth in detail on a rider to this addendum. Include all mitigating circumstances.

The undersigned is aware of N.J.S.A. 49:3-54 and understands that this addendum is part of the registration statement filed with the Bureau of Securities, and acknowledges the responsibility to update and keep current the information contained herein so long as the application is pending.

The undersigned agrees that, as a condition of registration, the registrant will allow the bureau chief at the bureau chief's discretion (subject in all cases to the constitutional or statutory rights of the registrant, its agents and principals if any) to:

- (1) make such investigations within or outside this State as the bureau chief deems necessary to determine if the registrant, the registrant's agents, or the registrant's principals have violated, or are about to violate, any provision of this act or any rule or order thereunder, or to act in the enforcement of this act or in the prescribing of rules and forms hereunder, or
- (2) require or permit the registrant, the registrant's agents, and the registrant's principals to file a statement in writing, under oath or otherwise as the bureau chief determines, as to all the facts and circumstances concerning the matter to be investigated.

Issuer

By: _____
(Signature)

(Title)

(Date)

NEW JERSEY ADDENDUM TO REGISTRATION STATEMENT
PART B: TO BE COMPLETED BY UNDERWRITER

1. Has any broker-dealer or other person involved directly or indirectly in the offering:

(a) been convicted of:

(i) any crime of embezzlement under state, federal, or foreign law?

Yes ___ No ___

(ii) any crime involving any theft, forgery, or fraudulent practices in regard to any state, federal, or foreign securities law, investment advisory law, banking law, insurance law, commodities trading law, or antifraud law?

Yes ___ No ___

(b) been permanently or temporarily enjoined by any court of competent jurisdiction from engaging in or continuing any conduct or practice involving any aspect of the securities, commodities, banking, insurance, or investment advisory business?

Yes ___ No ___

(c) been the subject of an effective order of the bureau chief denying, suspending, or revoking securities registration or registration as a broker-dealer, agent, investment adviser, or investment adviser representative?

Yes ___ No ___

(d) been the subject of any order entered by any federal or state securities, commodities, banking, insurance, or investment advisory administrator or self-regulatory organization denying or revoking any securities, commodities, banking, insurance, or investment advisory license or registration, under federal or state securities, commodities, banking, insurance, or investment advisory law, including, but not limited to, registration as a broker-dealer, agent, investment adviser, or investment adviser representative, or the substantial equivalent of those terms as defined in this act, or been the subject of an order of the Securities and Exchange Commission, a self-regulatory organization, the Commodity Futures Trading Commission, an insurance commissioner, or a federal or state banking regulator, suspending or expelling him from a national securities or commodities exchange or national securities or commodities association registered under the "Securities Exchange Act of 1934" (15 U.S.C. 78a et seq.) or the "Commodity Exchange Act" (7 U.S.C. 1a et seq.) or from engaging in the banking or insurance business, or been the subject of a United States Postal Service fraud order?

Yes ___ No ___

(e) ever been found by any court in a civil or criminal action by any state or federal agency to have engaged in any act involving fraud, or dishonest or unethical practices in the securities, commodities, banking, insurance, or investment advisory business?

Yes ___ No ___

2. (a) Is any broker-dealer, or other person involved directly or indirectly in the offering, insolvent, either in the sense that liabilities exceed assets or in the sense that obligations cannot be met as they mature?

Yes ___ No ___

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- (b) Has such entity or person filed a petition under federal bankruptcy laws or any state insolvency law or had a receiver, fiscal agent, or similar officer appointed by a court for the business or property of such person, or any partnership in which such person was a general partner at or within two years before the time of such filing, or any corporation or business association of which such person was an executive officer at or within two years before the time of such filing?

Yes ____ No ____

3. If the answer to any of the questions above is "Yes," the following information is required:

- (a) Give the citation for each statute under which the relevant action or proceeding was initiated. Give the full title of the action or proceeding, the docket number, the relevant court or agency, and the date such action or proceeding was initiated.
- (b) Describe the activities which gave rise to such action or proceeding.
- (c) State the name, address, and connection with the broker-dealer or other person described in questions 1 and 2, for each person who was the subject of such action or proceeding.
- (d) Describe the final disposition of such action or proceeding and the present status. (The term final disposition as used herein refers to any conviction, injunction, order, decree, court decision, petition, plea, or other final adjudication of the action or proceeding.)
- (e) State whether or not the final disposition has been modified, reversed, suspended, vacated, or nullified. If a description of the action or proceeding and the final disposition is not included in the registration statement, the reason for the omission should be set forth in detail on a rider to this addendum. Include all mitigating circumstances.

The undersigned is aware of N.J.S.A. 49:3-54 and understands that this addendum is part of the registration statement filed with the Bureau of Securities, and acknowledges the responsibility to update and keep current the information contained herein so long as the application is pending.

The undersigned agrees that, as a condition of registration, the underwriter will allow the bureau chief at the bureau chief's discretion (subject in all cases to the constitutional or statutory rights of the underwriter, its agents and principals if any) to:

- (1) make such investigations within or outside this State as the bureau chief deems necessary to determine if the underwriter, the underwriter's agents, or the underwriter's principals have violated, or are about to violate, any provision of this act or any rule or order thereunder, or to act in the enforcement of this act or in the prescribing of rules and forms hereunder, or
- (2) require or permit the underwriter, the underwriter's agents, and the underwriter's principals to file a statement in writing, under oath or otherwise as the bureau chief determines, as to all the facts and circumstances concerning the matter to be investigated.

Underwriter

By: _____
(Signature)

(Title)

(Date)